MARVEL COMICS®

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THE WORLD'S GREATEST COMICS!

UNTOLD TALES of SPIDER-MAN®

IN THE SHADOW OF
THE CRIME MASTER™

Busiek
DeFalco
Olliffe
Hanna

Bitten by a radioactive spider, high school student **Peter Parker** gained the spider's powers, and soon became the costumed crimefighter the entire world would one day come to know as **Spider-Man!** In the early days of his career, when his amazing powers were still new to him, the teenaged Spider-Man struggled to learn about himself and his abilities, while trying to lead a **normal life!** It would **not** be easy...

STAN LEE PRESENTS... UNTOLD TALES OF SPIDER-MAN!

EARLY EVENING IN FOREST HILLS, QUEENS...

DID YOU SEE YESTERDAY'S *DAILY BUGLE*, HONEY?

IT SEEMS THE PAPER'S PUBLISHER PLAYED A PIVOTAL ROLE IN THE CAPTURE OF THE *SCORPION!*

THIS CITY IS LUCKY TO HAVE A MAN AS COURAGEOUS AND PUBLIC-SPIRITED AS *J. JONAH JAMESON!*

I'LL BET *SPIDER-MAN* HELPED!

NOT QUITE, BOBBY. SPIDER-MAN DIDN'T ARRIVE UNTIL AFTER Mr. JAMESON HAD ALREADY --

-- WHAA?!

KERRASH!

I-IS EVERYONE *ALL RIGHT?*

W-WHAT *HAPPENED?*

SOMEONE THREW A *ROCK* THROUGH OUR WINDOW, DARLING... WITH A *NOTE* ATTACHED.

YOU ARE DOOMED, WORTHLESS HUMANS!

I'LL DESTROY YOU ALL!

HA HA HA

W-WHO COULD HAVE DONE SUCH A TERRIBLE THING?

MOM! DAD! LOOK!

I CAN SEE *SPIDER-MAN* RACING BEHIND Mr. SIMEK'S HOUSE!

YOU MUST BE *IMAGINING* THINGS, BOBBY

YOUR FATHER'S RIGHT, DEAR. WHAT WOULD SPIDER-MAN BE DOING IN FOREST HILLS? AND WHY WOULD HE THREATEN A QUIET FAMILY LIKE OURS?

WHY, INDEED?

AND MORE IMPORTANTLY, HOW COULD THE AMAZING WEB-SWINGER BE RESPONSIBLE FOR THIS SEEMINGLY RANDOM ACT OF VIOLENCE?

BECAUSE WE KNOW HE'S REALLY PETER PARKER...

...AND AT THAT VERY MOMENT, IN NEARBY MANHATTAN...

I'VE GOT PINHEADS LIKE YOUNG **PARKER** HERE WHO'LL DO THAT FOR **FREE!**

YOU'RE SUPPOSED TO BE MY TOP INVESTIGATIVE REPORTER.

WHEN A WORLD-FAMOUS SCIENTIST LIKE **Dr. BARTHOLOMEW CARSON** AND HIS YOUNG **DAUGHTER** DISAPPEAR, I EXPECT A FRONT PAGE EXCLUSIVE FROM YOU!

I... I'M ALREADY ON IT, Mr. JAMESON!

I DON'T PAY YOU TO STAND AROUND AND LOOK **STUPID**, URICH!

THEN, STOP WASTING MY TIME... AND START **WRITING!**

DOESN'T **ANYONE** WORK AROUND HERE?

WHAT DO **YOU** WANT, PARKER? I'VE GOT A NEWSPAPER TO RUN!

I SHOT SOME PHOTOS OF **SPIDER-MAN** STOPPING A MUGGING, AND THOUGHT YOU MIGHT WANT TO BUY THEM.

SPIDER-MAN?! **OF COURSE!** IT'S GOT TO BE **SPIDER-MAN!**

IF YOU WANT TO SELL ME PICTURES OF THAT WEB-HEADED WEIRDO --

-- GET ME SOME SHOTS WHICH **PROVE** HE KIDNAPPED CARSON!

W-WHAT IF HE'S **INNOCENT** --?

DON'T BE **IMPERTINENT!** IF I WANT YOUR OPINION, I'LL **GIVE** IT TO YOU!

GREAT! NOW JOLLY JONAH IS TRYING TO NAIL ME FOR THE CARSON KIDNAPPING!

AND THAT'S NOT MY ONLY PROBLEM.

I HOPED I'D RUN INTO **BETTY BRANT** --

-- SO THAT I COULD TRY TO STRAIGHTEN OUT OUR RELATION-SHIP...

...BUT THAT'S A PICTURE OF MY COMPETITION -- **NED LEEDS** -- ON HER DESK!

Oh, WELL! AT LEAST THINGS CAN'T POSSIBLY GET MUCH WORSE!

ON THE CONTRARY, OUR WALL-CRAWLING WONDER'S PERSONAL SITUATION CAN... AND WILL... CONTINUE TO DOWNSLIDE, BECAUSE HE WILL SOON FIND HIMSELF...

IN THE SHADOW OF

THE CRIME-MASTER

I WILL SOON HAVE ENOUGH POWER TO TAKE OVER EVERY *RACKET* IN THIS CITY --

-- AND THE ENTIRE UNDERWORLD WILL BE FORCED TO SERVE THE *CRIME-MASTER!*

MAYHEM, MANIPULATION & MIND-CONTROL FROM:

KURT BUSIEK PLOT & SCRIPT *TOM DEFALCO*	*PAT OLLIFFE* BREAKDOWNS	*SCOTT HANNA* FINISHES
RICHARD STARKINGS & COMICRAFT LETTERS	*STEVE MATTSSON* COLORS	*TOM BREVOORT* EDITOR
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WHEN I BEGAN BUILDING THIS SCALE MODEL OF MANHATTAN, A CRIMINAL MASTERMIND ONLY HAD TO BE ***STRONG, SMART*** AND ***RUTHLESS*** IN ORDER TO SEIZE POWER!

THAT CHANGED WITH THE ADVENT OF COSTUMED VILLAINS LIKE ***DOCTOR OCTOPUS, ELECTRO,*** AND THE ***GREEN GOBLIN!***

I REMADE MYSELF AS THE ***CRIME-MASTER*** BECAUSE A MAN LIKES TO STAND OUT FROM THE PACK --

-- AND I BELIEVE I'VE FINALLY STUMBLED UPON A ***SUPER-GIMMICK*** WHICH WILL HELP ME TO CRUSH MY COMPETITION!

Dr. CARSON! I'M GROWING IMPATIENT. I'VE ALREADY EXPENDED CONSIDERABLE EFFORT ON THIS PROJECT, AND I'D LIKE TO SEE A RETURN ON MY INVESTMENT.

WHEN WILL THE ***SQUAD*** BE READY FOR ACTION?

I...I JUST COMPLETED THEIR PROGRAMMING, CRIME-MASTER.

THEY NOW AWAIT YOUR ORDERS!

EXCELLENT!

THANKS TO YOUR EFFORTS, I WILL EVENTUALLY ***RULE*** THIS CITY'S MOBS --

-- AS SURELY AS A PUPPETEER CONTROLS HIS ***PUPPETS!***

ACTIVATE THE SQUAD, DOCTOR!

AT LONG LAST, THIS CITY WILL TREMBLE BEFORE THE POWER OF THE CRIME-MASTER!

MEANWHILE, SOMEWHERE ACROSS TOWN...

I THOUGHT *NED LEEDS* WAS FINALLY OUT OF BETTY'S LIFE, BUT HIS PICTURE ON HER DESK PROVES SHE STILL CARES FOR HIM.

"I'LL NEVER FORGET THE FIRST TIME I SAW THEM TOGETHER. THEY WERE COMING OUT OF A MOVIE, AND THEY SEEMED SO *HAPPY* TOGETHER!

"SHE LATER INTRODUCED ME TO NED, WHO'S A REPORTER WORKING FOR THE BUGLE, AND I TRIED TO PLAY IT COOL --

"EVEN THOUGH I WAS DYING INSIDE!

"I'D HOPED I'D SEEN THE LAST OF HIM WHEN A BUGLE ASSIGNMENT TOOK HIM OVERSEAS --"

-- BUT I WAS OBVIOUSLY LIVING IN A FOOL'S PARADISE!

BETTY'S BEEN FRIENDLY -- BUT RESERVED -- EVER SINCE NED LEFT!

BUT I WON'T GIVE UP WITHOUT A FIGHT!

I'M SURE I CAN WIN HER BACK.

A LOT OF OUR PROBLEMS STEM FROM THE FACT THAT I OFTEN RAN OUT ON HER SO THAT I COULD SECRETLY CHANGE INTO *SPIDER-MAN.*

PETER... Uh... Hi!

SORRY TO DROP IN WITHOUT CALLING, BETTS, BUT I WAS HOPING YOU'D JOIN ME FOR DINNER.

I... CAN'T!

I HAVE TO TAKE CARE OF MY MOTHER.

MAYBE YOU SHOULD GET YOUR NEIGHBOR -- Mrs. GAVIN -- TO LOOK IN ON HER.

OR I COULD PICK UP A PIZZA OR SOME CHINESE TAKE-OUT.

I REALLY THINK WE SHOULD TALK.

I... I'M SORRY, PETER. NOT TONIGHT! I WOULDN'T BE VERY GOOD COMPANY.

B-BUT, BETTY --!

PLEASE *GO!* I MUST GET BACK TO MOTHER!

POOR BETTY! SHE LOOKS LIKE SHE'S HAVING A REAL BAD CASE OF THE ***BLUES*** TONIGHT, AND I CAN'T BLAME HER.

LIFE HAS DEALT HER SOME PRETTY SOUR HANDS.

HER BROTHER ***BENNETT*** WAS RECENTLY KILLED --

-- AND SHE HAD TO DROP OUT OF HIGH SCHOOL BECAUSE HER MOTHER SUFFERED A SEVERE ***HEAD INJURY*** A FEW YEARS AGO, AND HAS BEEN IN A ***COMA*** EVER SINCE!

I JUST WISH I COULD --

HELP! HELP! THEY'RE ROBBING THE BANK!

IT FIGURES. THE BANK STAYS OPEN LATE ON ***FRIDAY*** --

-- SO THAT PEOPLE CAN ***CASH*** THEIR PAYCHECKS AFTER WORK!

SPEAKING OF CHECKS, THIS COULD BE A PRIME OPPORTUNITY FOR ME TO EARN ONE!

BESIDES, I COULD SURE USE A LITTLE ***ACTION!***

I SET MY BELT CAMERA ON AUTOMATIC. THESE AREN'T QUITE THE PICTURES JOLLY J.J.J. REQUESTED --

-- BUT I'M HOPING THE OL' SKINFLINT WILL BUY 'EM ANYWAY!

GOSH, FELLAS! I KNOW THAT WAITING ON A BANK LINE CAN BE REAL ***ANNOYING*** --

-- BUT IT'S AWFULLY ***RUDE*** TO PUSH IN FRONT OF EVERYONE ELSE!

HAVEN'T YOU EVER HEARD THAT "***POLITENESS COUNTS***"?!

WHAT'S WITH YOU GUYS? HOW COME NONE OF YOU HAVE BOTHERED TO UTTER THE USUAL MENACING THREATS?

PWAP

A FIGHT JUST DOESN'T SEEM THE SAME WITHOUT SOMEONE SHOUTING "STOP HIM"... "DESTROY HIM"... "CRUSH HIM LIKE A --

YEOW!

"MY KICK SHOULD HAVE SENT HIM FLYING, BUT HE MERELY SHRUGGED IT OFF, AND --"

SPWOK

ARRRK!

H-HE MOVED FAR *FASTER*... HIT ME SO MUCH *HARDER*... THAN I WOULD HAVE THOUGHT POSSIBLE!

YOU MAY HAVE CAUGHT ME BY SURPRISE, BUDDY BOY, BUT I'M A FAST LEARNER!

THWIPP

NO MATTER HOW POWERFUL YOU ARE, I'M BETTING MY *WEBBING* WILL SLOW YOU DOWN!

RIPPP

AND I WOULD BE... *WRONG!*

WHAT THE HECK'S GOING ON HERE?

BEAUTIFUL! SIMPLY BEAUTIFUL!

CONGRATULATIONS APPEAR TO BE IN ORDER, CARSON. OUR SUPER-SQUAD HAS FAR SURPASSED MY GREATEST EXPECTATIONS!

I'M SO HAPPY FOR YOU, CRIME-MASTER!

DO I DETECT A NOTE OF SARCASM, DOCTOR?

YOU CAN READ WHATEVER YOU WANT INTO MY TONE, SIR. JUST REMEMBER WE HAD A DEAL!

YIKES! THAT FIST IS CLAMPING AROUND MY ANKLE LIKE A VISE!

USUALLY MY SPIDER-SENSE -- COMBINED WITH MY INCREDIBLE REFLEXES -- ARE MORE THAN ENOUGH TO KEEP ME FROM GETTING CLOBBERED --

-- BUT THESE CLOWNS AREN'T GIVING ME ANY ROOM TO MANEUVER, OR

:UGNNN:

WHUP

Oh, NO! THEY'RE CLOSING IN -- TRYING TO OVERWHELM ME BY THEIR SHEER NUMBERS!

I DON'T KNOW WHAT UNNERVES ME MORE -- THEIR PHYSICAL POWER OR THEIR UNCANNY SILENCE!

PWOOM

PWAK

PWAM

T-THE PAIN IS UNBEARABLE...

...B-BUT I WON'T GIVE UP...

...C-CAN'T QUIT...

...M-MUSTN'T STOP...

THOUGH HE DESPERATELY STRUGGLES ON, BATTLING WITH A FIERCE COURAGE AND A GRIM DETERMINATION WHICH FEW COULD MATCH --

-- NOT EVEN SPIDER-MAN'S AMAZING STRENGTH AND ENDURANCE CAN PREVENT HIM FROM CRUMBLING BEFORE THE INCESSANT BARRAGE OF HAMMER-LIKE FISTS!

AS SOON AS THE WEB-SLINGER FALLS, THE SPEECHLESS BANK ROBBERS RETRIEVE THEIR LOOT AND MAKE A HASTY EXIT --

-- MUCH TO THE CRIME-MASTER'S FRUSTRATION!

W-WHY ARE THEY LEAVING SPIDER-MAN BEHIND?

THEY SHOULD EITHER FINISH HIM... OR TAKE HIM PRISONER!

I'M AFRAID NEITHER OF US ANTICIPATED THIS SITUATION!

THEY WERE ONLY PROGRAMMED TO SUBDUE ANYONE WHO INTERFERED WITH THEM --

"-- AND I CAN'T CHANGE THEIR INSTRUCTIONS FROM SUCH A DISTANCE!"

I-I'M STILL PRETTY WOOZY... BUT THOSE CREEPS AREN'T GOING ANYWHERE... WITHOUT A TRUSTY LITTLE SPIDER-TRACER!

THOSE WEIRD CROOKS ARE GONE --

-- BUT THEY LEFT SPIDER-MAN BEHIND!

ACCORDING TO THE DAILY BUGLE, HE'S A CRIMINAL HIMSELF!

DO YOU THINK HE WAS ALSO PLANNING TO ROB THE BANK?

MAYBE WE SHOULD HOLD HIM FOR THE POLICE!

GRAB HIM! HE'S TRYING TO ESCAPE!
SOMEBODY SHOULD DO SOMETHING BEFORE HE GETS AWAY!
A-ARE YOU TALKIN' TO ME?!
WHAT A BUNCH OF INGRATES! DIDN'T YOU PEOPLE SEE ME RISKING MY NECK ON YOUR BEHALF?
SHEESH! NOBODY EVER SAID THE LIFE OF A FRIENDLY NEIGHBORHOOD WEB-SLINGER WOULD BE A PICNIC --
-- BUT THIS IS RIDICULOUS!

I DID ALL YOU ASKED, CRIME-MASTER!
NOT QUITE! I NEED MORE CONTROL OVER THE SQUAD.
I MUST BE ABLE TO REPROGRAM THEM INSTANTLY... SO THAT I CAN AD-LIB WHEN THE OCCASION DEMANDS.
B-BUT WE HAD A DEAL!
Ah, YES... YOUR DAUGHTER!
AS YOU CAN SEE, DOCTOR CARSON... SHE'S BEING KEPT SAFE, BUT UNCONSCIOUS!
AND SHE WILL REMAIN IN THIS STATE UNTIL YOU COMPLETE YOUR ASSIGNMENT!
I...
...UNDERSTAND...
... SIR.

SOMETIME LATER, BACK IN FOREST HILLS...
SUBWAY
BRO-THER! I ACHE IN PLACES I NEVER KNEW EXISTED!
AT LEAST THE NIGHT WASN'T A TOTAL LOSS!
50%
JAMESON WAS SO THRILLED TO HEAR SPIDER-MAN GOT BEAT UP, HE BOUGHT ALL MY PHOTOS!
Uh-oh! I'D BETTER CROSS THE STREET.
I SEE TWO PEOPLE I'D RATHER AVOID.

TOO LATE! I'VE ALREADY BEEN SPOTTED!

PETER! YOUR FACE IS ALL SCRATCHED AND BRUISED -- WHAT ON EARTH HAPPENED?

LET ME GUESS, PARKER -- A BUNCH OF KINDERGARTNERS MUGGED YOU FOR YOUR LUNCH MONEY!

VERR-RRY FUNNY, THOMPSON! JUST THE KIND OF WITTY REPARTEE I EXPECT FROM A TROGLODYTE LIKE YOU!

STICKS AND STONES, WISE GUY -- I'M NOT THE MAN WITH THE BATTERED PUSS!

WHAT GIVES? YOU LIVING A SECRET LIFE? THIS IS THE SECOND TIME IN A WEEK YOU'VE COME UP BLACK AND BLUE.

BACK OFF, FLASH! PETER'S ENTITLED TO HIS PRIVACY.

MAYBE SO, LIZ... BUT I THINK HE'S THE WEENIE WHO RECENTLY SWIPED MY SPIDER-MAN COSTUME --

-- AND HE COULD BE PLAYING A DANGEROUS GAME!

I DON'T BELIEVE IT! FLASH THOMPSON ACTUALLY SOUNDS CONCERNED FOR -- WHOOPS! MY SPIDER-SENSE JUST KICKED IN, WARNING ME OF DANGER --

-- FROM ABOVE!

GARBAGE! SOME CREEP IS SHOWERING US WITH GARBAGE!

EEEUCK!

FLASH -- LOOK!

SPIDER-MAN... OR SOME CRUMB MASQUERADING AS HIM!

THE REAL SPIDEY'S THE GREATEST! HE'D NEVER PULL SUCH A CHEAP STUNT!

IT'S SO ANNOYING THAT A MUSCLEHEAD LIKE FLASH IS MY BIGGEST FAN!

I KNOW I'LL HAVE TO DEAL WITH THAT ***SPIDEY-IMPOSTER*** EVENTUALLY --

-- BUT I CAN'T WORRY ABOUT ***HIM*** NOW!

NOW THAT I'VE PICKED UP MY LITTLE ELECTRONIC TRACKING GIZMO, I'VE GOT TO TRACK DOWN THOSE STRONG'N SILENT BANK SWINDLERS!

WE SPIDER-MEN HATE TO BE ON THE LOSING END OF A FIGHT.

HEYYY! MY GIZMO IS FINALLY STARTING TO ***THROB!***

THE THROBBING IS GETTING ***LOUDER*** AND ***LOUDER!***

IT'S LEADING ME DIRECTLY TOWARD MY ***SPIDER-TRACER!***

ODD! I JUST NOTICED THAT MY ***SPIDER-SENSE*** IS ALSO REACTING TO MY TRACING SIGNAL.

BUT IT'S TOO FAINT AND INDISTINCT FOR ME TO TRUST!

MAYBE SOME-DAY, IF I PRACTICE AND ENHANCE THE SIGNAL, I'LL BE ABLE TO DUMP THIS TRACKER!

THE SIGNAL KEEPS GETTING ***STRONGER!*** IT SEEMS TO BE COMING FROM THIS BUILDING.

EITHER MY QUARRY'S ***INSIDE*** --

-- OR THIS IS WHERE HE SENDS HIS CLOTHES TO BE ***LAUNDERED!***

WHAT KIND OF SICK-O OUTFIT HAVE I STUMBLED UPON?

THAT YOUNG GIRL LOOKS FAMILIAR, AND --

OF COURSE! SHE'S THE DAUGHTER OF THE MISSING NEUROSCIENTIST -- I BELIEVE HIS NAME'S *CARSON*.

JAMESON WAS BELLYACHING ABOUT HIM EARLIER, AND WILL DEFINITELY WANT PICTURES!

IF *SHE'S* HERE, HER FATHER COULD BE TOO!

I'D BETTER SCOUT AROUND.

Hmmm. ACCORDING TO MY TRACKER, THE STOOGE WITH MY SPIDER-TRACER IS IN THE ROOM ABOVE ME!

I'LL JUST TAKE A QUICK PEEK!

BINGO! IT'S CARSON, AND HE'S SURROUNDED BY *THE LEGION OF LIVING ZOMBIES!*

SINCE THE DOC SEEMS TO BE IN THE GREATEST DANGER, I'LL GO FOR HIM FIRST --!

GOOD EVENING, EVERYONE!

I FELT REALLY BAD ABOUT DOZING OFF DURING OUR PRIOR SCUFFLE, SO I FIGURED I'D GIVE YOU ANOTHER SHOT AT ME.

NO NEED TO BUBBLE OVER WITH ENTHUSIASM.

WHILE WE MAY HAVE A FEW LAUGHS TOGETHER, I'VE GOT A HUNCH THIS FIGHT WILL END QUITE DIFFERENTLY!

OOPS! HOW SILLY OF ME! I CAN'T PLAY SWAT THE SPIDER WITH YOU FELLAS UNTIL AFTER I GET GOOD OL' DOCTOR CARSON TO SAFETY!

SPIDER-MAN! THANK GOD YOU'RE HERE... BUT WE CAN'T LEAVE WITHOUT MY DAUGHTER!

I KNOW, DOC! I SAW HER ON THE WAY IN!

ONMYGOSH! YOU'RE ACTUALLY RUNNING ALONG THE WALL!

YOU CAN ADHERE TO IT LIKE A REAL SPIDER!

I DIDN'T CHOOSE MY NAME AT RANDOM, MISTER!

TRY TO SCRUNCH UP, AND MAKE YOURSELF AS SMALL A TARGET AS POSSIBLE!

YOU'RE AN AWKWARD LOAD, AND OUR PLAYMATES ARE FIRING LIVE AMMO!

WHY ARE YOU PLUNGING US DEEPER INTO THE BUILDING?

OUR PURSUERS ARE PROGRAMMED TO IMMEDIATELY SEAL AND DEFEND ALL EXITS!

THERE'S NO ESCAPE DOWN THIS CORRIDOR!

YOU'RE TELLING ME THIS NOW?!

I... I'M SORRY!
E-EVERYTHING JUST HAPPENED SO FAST!
I WASN'T THINKING!
TAKE IT EASY, DOC! I UNDERSTAND HOW DODGING BULLETS AND VAULTING DOWN STAIRWELLS CAN UNSETTLE EVEN THE HARDIEST SOUL!
YOU JUST SIT BACK, AND TRY TO RELAX! I'LL GET US OUT OF HERE!
I HOPE!
YOU GOT ANY IDEA WHERE THIS LEADS --?
NO! I WAS BLINDFOLDED WHEN I ARRIVED, AND THEY NEVER LET ME LEAVE THE LABORATORY!
I'M ASSUMING THE LAB CAME WITH ITS OWN BATHROOM!
LUCKY FOR ME... IT DID!
TOO BAD YOUR LUCK DIDN'T EXTEND TO PROVIDING US WITH AN OBVIOUS WAY OUT OF HERE!
WE'RE TRAPPED! THE BAD GUYS ARE TOO CLOSE FOR US TO TURN AROUND.
THWIPP
YOU LOOK AROUND... WHILE I COAT THIS DOOR WITH AN EXTRA THICK LAYER OF WEBBING!
LOOK! THERE'S AN ENTRANCE TO ANOTHER ROOM!
WE MAY AS WELL INVESTIGATE IT, DOC!
AFTER YOU --!
Uh-Oh! THE BIG BAD WOLVES ARE ALREADY AT OUR DOOR!
PWAM
PWAM
PWAM
OUR SITUATION HASN'T IMPROVED. THIS IS SOME KIND OF STORAGE AREA, AND IT'S EVEN MORE CRAMPED THAN THE LAST ROOM!
HOW ABOUT YOU FILL ME IN ON WHAT'S BEEN HAPPENING... WHILE I GLUE THIS DOOR TO ITS FRAME WITH SOME LIQUID WEBBING!
I GUESS IT ALL BEGAN MANY YEARS AGO WHEN I WAS STUDYING THE HUMAN BRAIN...

KRACKK

I'M SURE YOUR BIOGRAPHY IS A REAL PAGE-TURNER, DOC -- BUT WE'RE ABOUT TO HAVE COMPANY!

WHY DON'T YOU JUST SKIP AHEAD TO *WHO* KIDNAPPED YOU... AND *WHY!*

THE MAN RESPONSIBLE FOR MY IMPRISONMENT CALLS HIMSELF THE *CRIME-MASTER!*

YOU'RE *KIDDING*, RIGHT? TALK ABOUT A CORNBALL NAME!

ARE YOU GOING TO KEEP INTERRUPTING --?

SORRY!

HE SOMEHOW LEARNED OF MY LATEST INVENTION --

"-- THE *CEREBRA-CHIP*, A TRANSISTORIZED PIECE OF MACHINERY WHICH COULD HELP TRACK AND REPAIR DAMAGED PATHWAYS IN THE HUMAN BRAIN!

"I INTENDED TO USE IT FOR THE GOOD OF MANKIND, TO GIVE NEW HOPE TO PEOPLE WHO HAD SUFFERED SEVERE BRAIN TRAUMA.

"UNFORTUNATELY, MY TECHNOLOGY HAD AN UNFORESEEN SIDE-EFFECT...

"IT COULD CONTROL PEOPLE, TURNING THEM INTO MINDLESS SLAVES!

"NEEDLESS TO SAY, NEWS LEAKED OUT, AND CERTAIN MEMBERS OF THE UNDERWORLD ATTEMPTED TO SECURE MY SERVICES.

"WHEN I COULDN'T BE BOUGHT, THE *CRIME-MASTER* ABDUCTED MY DAUGHTER --

"--AND FORCED ME TO CREATE AN INVINCIBLE *SUPER-SQUAD* FOR HIM!"

TALK TO ME *QUICKLY*, DOC -- EXACTLY HOW DOES THIS CEREBRA-CHIP *WORK?*

I-IT SENDS AN *ELECTRONIC SIGNAL* WHICH REGULATES THE SUBJECT'S MIND!

ELECTRONIC --?!

I HOPE YOU KNOW THE EXACT *FREQUENCY!*

I CERTAINLY DO! *WHY?* WHAT'S YOUR PLAN?

I'M GOING TO DO A QUICK REWIRE JOB ON MY TRACKING DEVICE!

INSTEAD OF ACTING LIKE A *RECEIVER* --

-- I WANT IT TO BROADCAST A *JAMMING SIGNAL!*

ALMOST DONE! I JUST NEED A FEW MORE *SECONDS*, AND --

KEERASH

EEEEEEEEEEE EEEEEEEEEEE

Heh! Heh! I CAN BE SO CLEVER ON OCCASION... THAT I EVEN AMAZE MYSELF!

MAN-O-MAN! THEY'RE DROPPING LIKE FLIES --

-- AND ME WITH MY KNUCKLES UNBRUISED!

THEY'LL RECOVER ONCE THEIR CEREBRA-CHIPS HAVE BEEN REMOVED --

"-- BUT I'M MORE INTERESTED IN BEING REUNITED WITH MY DAUGHTER!"

I FOUND THE CRIME-MASTER'S COMMAND CENTER DOWN THE HALL!

HE APPEARS TO HAVE BEEN MONITORING HIS MEN, AND PROBABLY BEAT FEET AS SOON AS THEY WERE DEFEATED!

I HOPE HE WON'T MIND THAT I USED HIS PHONE TO CALL THE POLICE.

HERE THEY COME NOW --!

W-WHAT AM I SUPPOSED TO TELL THEM, SPIDER-MAN?

I NEVER SAW THE CRIME-MASTER'S TRUE FACE! I DON'T KNOW HIS REAL NAME!

THERE'S NO WAY I CAN EVEN PROVE HE EXISTS!

HEY, LOOK! IT'S THE MISSING SCIENTIST AND SPIDER-MAN!

DON'T EITHER OF YOU MOVE! WE GOT A HOT TIP THAT THIS BUILDING WAS BEING USED AS THE HIDEOUT FOR THE GANG WHICH ROBBED THE BANK EARLIER THIS EVENING!

WHAT ARE WE GOING TO *DO*, SPIDER-MAN?

HOW CAN I ESTABLISH MY INNOCENCE WHEN MY *CEREBRA-CHIPS* WERE RESPONSIBLE FOR THE GANG'S ACTIONS?

DON'T WORRY, DOC!

I DIDN'T EXACTLY COME HERE ALONE...

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

BRAIN DOC INNOCENT!

EXCLUSIVE PHOTOS PROVE COERCION!

PHOTOS BY PETER PARKER

I DON'T KNOW WHERE YOU WERE HIDING, Mr. PARKER... BUT I'M SO GLAD YOU ACCOMPANIED SPIDER-MAN TO THAT BUILDING!

SO AM I, DOCTOR CARSON.

I AM IN YOUR DEBT, YOUNG MAN. YOU AND SPIDER-MAN BOTH! IF EITHER OF YOU EVER NEED A FAVOR --!

ACTUALLY, DOCTOR CARSON... I UNDERSTAND YOU'RE PLANNING TO MOVE INTO AN UPSTATE CLINIC WHERE YOU INTEND TO PERFECT YOUR CEREBRA-CHIP...

A VERY INTENSE CONVERSATION FOLLOWS.

AND THEN...

I'M SERIOUS, BETTY -- CARSON HAS AGREED TO ACCEPT YOUR MOTHER INTO HIS PROGRAM.

AND I HEAR HE'S GOT A TERRIFIC SUCCESS RATE!

I-IT SOUNDS WONDERFUL, PETER...

B-BUT I CAN'T AFFORD A PRIVATE CLINIC!

NO PAYMENT WILL BE ***NECESSARY*** OR ***ACCEPTED***, YOUNG LADY.

MY DAUGHTER AND I ARE ***FREE*** THANKS TO SPIDER-MAN'S EFFORTS AND PARKER'S PHOTOS.

IT WILL BE MY PRIVILEGE TO REPAY THEM BY TREATING YOUR MOTHER.

AND SO, A FEW DAYS LATER...

AND DOCTOR CARSON ASSURED ME YOU'LL GET THE BEST OF CARE, MOM!

MUCH BETTER THAN I COULD EVER GIVE YOU!

PETER AND I WILL RIDE WITH YOU IN THE AMBULANCE --

-- AND WE WON'T LEAVE UNTIL YOU'RE ALL SETTLED!

PETER ARRANGED FOR ALL THIS, MOM.

HE'S BEEN SO NICE TO US...

EVEN THOUGH I DON'T ALWAYS TREAT HIM WELL!

I CARE ABOUT PETER. I REALLY DO.

BUT HE HAS SO MANY SECRETS, AND HE'S CONSTANTLY RISKING HIS LIFE FOR HIS PHOTOS.

HE REMINDS ME OF POOR BENNETT IN SO MANY DIFFERENT WAYS.

I DON'T KNOW. MAYBE I'M JUST LOOKING FOR EXCUSES TO KEEP PETER AT ARM'S LENGTH.

MAYBE I JUST DON'T THINK I'M GOOD ENOUGH FOR HIM.

?!?

HEY, BETTY --! THE AMBULANCE JUST ARRIVED DOWNSTAIRS. THE ATTENDANTS WILL BE UP IN A FEW MINUTES.

Oh, PETER... I DON'T KNOW *HOW* I CAN EVER THANK YOU!

YOU ALREADY HAVE, BETTY, JUST BY BEING YOURSELF!

Y-YOU ALWAYS SAY THE SWEETEST THINGS!

YEAH, AND THAT'S PART OF MY PROBLEM! WHENEVER I'M NICE TO YOU, YOU PULL BACK BECAUSE YOU FEEL YOU DON'T DESERVE ME --

-- AND I WOULDN'T DESERVE YOU IF I DIDN'T TREAT YOU WELL.

AW, MAN! WITH LUCK LIKE MINE, SOMEBODY COULD MAKE A MINT SELLING DART BOARDS WITH MY FACE ON 'EM!

NEXT ISSUE: BATWING -- FOREVER?